

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u> ,	)	(Jointly Administered)
	)	
Debtors.	)	<b>Objection Deadline: 6/12/2009</b>
	)	<b>Hearing Date: 6/29/2009 @ 10:30 a.m.</b>

**COVER SHEET**

**NINETEENTH QUARTERLY APPLICATION OF PHILLIPS,  
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO DAVID T.  
AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR  
COMPENSATION AND REIMBURSEMENT EXPENSES FOR THE  
PERIOD OF OCTOBER 1, 2008 THROUGH DECEMBER 31, 2008**

Name of Applicant: Phillips, Goldman & Spence, P.A. ("PG&S")

Authorized to Provide Professional Services to: David T. Austern, Future Claimants' Representative (the "FCR")

Date of Retention PG&S Retention Order entered September 27, 2004  
*Nunc Pro Tunc* to May 24, 2004

Period for which Compensation is Sought: October 1, 2008 through December 31, 2008

Amount of Compensation (100%) sought as actual, reasonable, and necessary: \$34,403.00<sup>1</sup>

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$1,608.81

Total Requested: \$36,011.81

This is an:  interim  quarterly  monthly  final application

<sup>1</sup> This includes a .69% discount of .3 hours in the Fifty Third Monthly Application.

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W.R. GRACE & CO., et al.,	)	(Jointly Administered)
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Debtors.	)	<b>Objection Deadline: 6/12/2009</b>
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**SUMMARY FOR THE  
NINETEENTH QUARTERLY APPLICATION OF PHILLIPS,  
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO DAVID T.  
AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR  
COMPENSATION AND REIMBURSEMENT EXPENSES FOR THE  
PERIOD OF OCTOBER 1, 2008 THROUGH DECEMBER 31, 2008**

**PREVIOUS APPLICATIONS FILED**

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
1 <sup>st</sup> Monthly Application 5.24.04-6.30.04 Filed 10.6.04 Dkt. No. 6549	\$5,034.50	\$0.00	Filed 10.27.04 Dkt No. 6751	\$4,027.60	\$1,006.90	\$4,027.60
1 <sup>st</sup> Quarterly Fee Application 5.24.04-6.30.04 Filed 10.27.04 Dkt. No. 6752	\$5,034.50	\$0.00	Filed 11.19.04 Dkt No. 6696	N/A	\$1,006.90	1,006.90
2 <sup>nd</sup> Monthly Application 7.1.04-7.31.04 Filed 10.6.04 Dkt. No. 6550	\$2,619.00	\$852.87	Filed 11.11.04 Dkt No. 6883	\$2,095.20	\$523.80	\$2,948.07
3 <sup>rd</sup> Monthly Application 8.1.04-8.31.04 Filed 10.8.04 Dkt. 6569	\$3,110.00	\$450.36	Filed 11.11.04 Dkt No. 6884	\$2,488.00	\$622.00	\$2,938.36
4 <sup>th</sup> Monthly Application 9.1.04-9.30.04 Filed 10.28.04 Dkt. No. 6783	\$5,034.50	\$419.64	Filed 11.19.04 Dkt No. 6997	\$4,107.20	\$1,026.80	\$4,526.84

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
2nd Quarterly Fee Application 7.1.04-9.30.04 Filed 11.16.04 Dkt. No. 6940	\$10,863.00	\$1,722.87	Filed 3.9.05 Dkt No. 7997	N/A	\$2,187.60	\$2,187.60
5 <sup>th</sup> Monthly Application 10.1.04-10.31.02 Filed 11.29.04 Dkt. No. 7041	\$6,273.00	\$582.11	Filed 12.21.04 Dkt No. 7278	\$5,018.40	\$1,254.60	\$5,600.51
6 <sup>th</sup> Monthly Application 11.1.04-11.30.04 Filed 12.28.04 Dkt. No. 7370	\$7,128.00	\$249.55	Filed 1.28.05 Dkt No. 7643	\$5,702.40	\$1,425.60	\$5,951.95
7 <sup>th</sup> Monthly Application 12.1.04-12.31.04 Filed 1.28.05 Dkt No. 7644	\$7,245.00	\$186.54	Filed 2.28.05 Dkt No. 7917	\$5,796.00	\$1,449.00	\$5,982.54
3 <sup>rd</sup> Quarterly Fee Application 10.1.04-12.31.04 Filed 2.15.05 Dkt. No. 7783	\$20,646.00	\$1,018.20	Filed 6.14.05 Dkt No. 8613	N/A	\$4,129.20	\$4,129.20
8 <sup>th</sup> Monthly Application 1.1.05-1.31.05 Filed 2.28.05 Dkt No. 7918	\$9,247.00	\$2,039.47	Filed 3.29.05 Dkt No. 8135	\$7,397.60	\$1,850.00	\$9,437.07
9 <sup>th</sup> Monthly Application 2.2.05-2.28.058 Filed 4.8.05 Dkt No. 8191	\$3,373.00	\$164.44	Filed 4.26.05 Dkt No. 8284	\$2,862.84	\$674.60	\$2,862.84
10 <sup>th</sup> Monthly Application 3.1.05-3.31.05 Filed 4.26.05 Dkt No. 8285	\$4,127.50	\$461.38	Filed 6.6.05 Dkt No. 8553	\$3,763.38	825.00	\$3,763.38
4 <sup>th</sup> Quarterly Application 1.1.05-3.31.05 Filed 4.29.05 Dkt No. 8303	\$16,747.50	\$2,665.29	Filed 9.14.05 Dkt No. 9418	N/A	\$3349.49	\$3349.49
11 <sup>th</sup> Monthly Application 4.1.05-4.30.05 Filed 6.6.05 Dkt No. 8554	\$4,910.00	\$195.51	Filed 7.26.05 Dkt No. 9094	\$3,928.00	\$982.00	\$4,123.51
12 <sup>th</sup> Monthly Application 5.1.05-5.31.05 Filed 6.27.05 Dkt No. 8686	\$3,596.00	\$309.93	Filed 7.20.05 Dkt No. 9029	\$2,876.80	\$719.20	\$3,186.73

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
13 <sup>th</sup> Monthly Application 6.1.05-6.30.05 Filed 7.26.05 Dkt No. 9095	\$5,395.00	1,093.35	Filed 8.31.05 Dkt No. 9288	\$4,316.00	\$1,079.00	5,409.35
5 <sup>th</sup> Quarterly Application Filed 7.27.05 Dkt No. 9096	\$13,901.00	\$1,598.79	Filed 12.5.05 Dkt No. 11250	N/A	\$2,780.20	\$2,780.20
14 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11474	\$13,174.50	\$212.31	Filed 1.30.06 Dkt No. 11643	\$10,539.60	\$2,634.90	\$10,751.91
15 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11475	\$6,226.00	\$113.00	Filed 1.30.06 Dkt No. 11644	\$4,980.80	\$1,245.20	\$5,093.80
16 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11476	\$6,258.00	\$95.26	Filed 1.30.06 Dkt No. 11645	\$5,006.4	\$1,251.60	\$5,101.66
6 <sup>th</sup> Quarterly Application Filed 1.3.06 Dkt No. 11477	\$25,658.50	\$420.57	Filed 3.21.06 Dkt No. 12097	N/A	\$5,131.70	\$5,131.70
17 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11478	\$10,201.00	\$9.11	Filed 1.30.06 Dkt No. 11646	\$8,160.80	\$2,040.20	\$8,169.91
18 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11479	\$5,406.50	\$10.88	Filed 1.30.06 Dkt No. 11647	\$4,325.20	\$1,302.90	\$4,336.08
19 <sup>th</sup> Monthly Application Filed 2.6.06 Dkt No. 11722	\$7,533.00	\$133.39	Filed 3.1.06 Dkt No. 11918	\$6,026.40	\$1,506.60	\$6,159.79
7 <sup>th</sup> Quarterly Application Filed 2.10.06 Dkt No. 11746	\$23,140.50	\$153.38	Filed 3.21.06 Dkt No. 12098	N/A	\$4,849.70	\$4,849.70
20 <sup>th</sup> Monthly Application Filed 2.27.06 Dkt No. 11910	\$8,479.50	\$371.71	Filed 4.28.06 Dkt No. 12332	\$6,783.60	\$1,695.90	\$7,155.31
21 <sup>st</sup> Monthly Application Filed 3.23.06 Dkt No. 12109	\$6,008.50	\$469.08	Filed 4.28.06 Dkt No. 12333	\$4,806.80	\$1,201.70	\$5,275.88
22 <sup>nd</sup> Monthly Application Filed 4/28/06 Dkt No. 12334	\$5,694.00	\$580.22	Filed 12555 Dkt No. 5/31/06	\$4,555.20	\$1,138.80	\$5,135.42
8 <sup>th</sup> Quarterly Application Filed 5/31/06 Dkt No. 12556	\$20,182.00	\$1,421.01	Filed 9/11/06 Dkt No. 13188	N/A	\$4,036.40	4,036.40

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
23 <sup>rd</sup> Monthly Application Filed 8.23.26 Dkt No. 13042	\$5,289.50	\$1,080.15	Filed 9/20/06 Dkt No. 13270	\$4,231.60	\$1,057.90	\$5,311.75
24 <sup>th</sup> Monthly Application Filed 8.23.06 Dkt No. 13043	\$4,235.00	\$2,740.09	Filed 9/20/06 Dkt No. 13271	\$3,338.00	\$847.00	\$6,128.09
25 <sup>th</sup> Monthly Application Filed 8.23.06 Dkt No. 13044	\$3,753.50	\$564.12	Filed 9/20/06 Dkt No. 13272	\$3,002.80	\$750.70	\$3,566.92
9 <sup>th</sup> Quarterly Application Filed 8.29.06 Dkt No. 13078	\$13,278.00	\$4,384.36	Filed 12.7.06 Dkt No. 13941	N/A	\$2,655.60	\$2,655.60
26 <sup>th</sup> Monthly Application Filed 8/29/06 Dkt No. 13079	\$7,094.50	\$62.04	Filed 9.20.06 Dkt No. 13273	\$5,675.60	\$1,418.90	\$5,737.64
27 <sup>th</sup> Monthly Application Filed 10.2.06 Dkt No. 13333	\$11,850.50	\$270.91	Filed 10.30.06 Dkt No. 13517	\$9,480.40	\$2,370.10	\$9,751.31
28 <sup>th</sup> Monthly Application Filed 10.30.06 Dkt No. 13518	\$11,649.00	\$1,264.75	Filed 11.27.06 Dkt No. 13786	\$9,319.20	\$2,329.80	\$10,583.95
10 <sup>th</sup> Quarterly Application Filed 11.9.06 Dkt No. 13611	\$30,594.00	\$1,597.70	Filed 12.7.06 Dkt No. 13942	N/A	\$6,118.80	\$6,118.80
29 <sup>th</sup> Monthly Application Filed 11.27.06 Dkt No. 13787	\$7,261.00	\$358.99	Filed 12.20.06 Dkt No. 14081	\$5,808.80	\$1,452.20	6,167.79
30 <sup>th</sup> Monthly Application Filed 12.20.006 Dkt No. 14082	\$8,944.50	\$97.57	Filed 1.30.07 Dkt No. 14424	\$7,155.60	\$1788.90	\$7,253.17
31 <sup>st</sup> Monthly Application Filed 2.5.07 Dkt No. 14485	\$17,130.50	\$857.47	Filed 3.5.07 Dkt No. 14747	\$13,704.40	\$3,426.10	\$14,561.87
11 <sup>th</sup> Quarterly Application Filed 2.7.07 Dkt No. 14511	\$33,336.00	\$1,314.03	Filed 16017 Dkt. No. 6.12.07	N/A	\$6,667.20	\$6,667.20
32 <sup>nd</sup> Monthly Application Filed 3.14.07 Dkt No. 14859	\$14,348.50	\$56.44	Filed 4.19.07 Dkt. No. 15244	\$11,478.80	\$2,869.70	\$11,535.24
33 <sup>rd</sup> Monthly Application Filed 4.19.07 Dkt No. 15247	\$8,698.00	\$216.20	Filed 5.10.07 Dkt. No. 15632	\$6,958.40	\$1,739.60	\$7,174.60

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
34 <sup>th</sup> Monthly Application Filed 4.27.07 Dkt No. 15415	\$14,039.00	\$755.74	Filed 5.30.07 Dkt No. 15897	\$11,231.20	\$2,807.80	\$11,986.94
12 <sup>th</sup> Quarterly Application Filed 5/10/07 Dkt No. 15631	\$37,085.50	\$1,028.38	Filed 9/11/07 Dkt No. 16697	N/A	\$7,417.10	\$7,417.10
35 <sup>th</sup> Monthly Application Filed 5.30.07 Dkt No. 15898	\$21,025.50	\$747.92	Filed 6/25/07 Dkt No. 16151	\$16,820.40	\$4,205.10	\$17,568.32
36 <sup>th</sup> Monthly Application Filed 5.30.07 Dkt No. 16152	\$16,554.00	\$1,137.01	Filed 9/11/07 Dkt No. 16798	\$13,243.20	\$3,310.80	\$14,380.21
37 <sup>th</sup> Monthly Application Filed 11.7.07 Dkt No. 17313	\$17,017.00	\$742.33	Filed 12.3.07 Dkt No. 17507	\$13,613.60	\$3,403.40	\$14,355.93
13 <sup>th</sup> Quarterly Application Filed 11.8.07 Dkt No. 17315	\$54,596.50	\$2,627.26	Filed 12.3.07 Dkt No. 17508	N/A	\$10,919.30	\$10,919.30
38 <sup>th</sup> Monthly Application Filed 11.9.07 Dkt No. 17318	\$17,802.00	\$99.66	Filed 12.3.07 Dkt No. 17509	\$14,241.60	\$3,560.40	\$14,341.26
39 <sup>th</sup> Monthly Application Filed 12.3.07 Dkt No. 17510	\$9,061.00	\$905.60	Filed 12.27.07 Dkt No. 17711	\$7,248.80	\$1,812.20	\$8,154.40
40 <sup>th</sup> Monthly Application Filed 12.3.07 Dkt No. 17511	\$13,241.50	\$1,202.40	Filed 12.6.07 Dkt No. 17706	\$10,593.20	\$2,648.30	\$11,795.60
14 <sup>th</sup> Quarterly Application Filed 12.3.07 Dkt No. 17512	\$40,104.50	2,207.66	Filed 3.3.08 Dkt No. 18184	N/A	\$8020.90	\$8,020.90
41 <sup>st</sup> Monthly Application Filed 12.3.07 Dkt No. 17513	\$9,331.50	\$67.00	Filed 12.26.07 Dkt No. 17707	\$7,465.20	\$1,866.30	\$7,532.20
42 <sup>nd</sup> Monthly Application Filed 12.17.07 Dkt No. 17646	\$9,544.00	\$1,019.68	Filed 1.23.08 Dkt No. 17871	\$7,635.20	\$1908.80	\$8,654.88
43 <sup>rd</sup> Monthly Application Filed 1.29.08 Dkt No. 19724	\$21,040.00	\$1,169.65	Filed 3.3.08 Dkt No. 18183	\$16,832.00	\$4,208.00	\$18,001.65
15 <sup>th</sup> Quarterly Application Filed 2.11.08 Dkt No. 18019	\$39,915.50	\$2,256.33	Filed 6.9.08 Dkt No. 18886	N/A	\$7,983.10	\$7,983.10

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
44 <sup>th</sup> Monthly Application Filed 3.14.08 Dkt No. 18292	\$29,925.00	\$236.90	Filed 4.24.08 Dkt No. 18606	\$23,940.00	\$5,985.00	\$24,176.90
45 <sup>th</sup> Monthly Application Filed 3.27.08 Dkt No. 18393	\$8,083.00	\$219.58	Filed 4.24.08 Dkt No. 18607	\$6,466.40	\$1,616.60	\$6,685.98
46 <sup>th</sup> Monthly Application Filed 4.25.08 Dkt No. 18609	\$22,230.00	\$1,839.62	Filed 5.19.08 Dkt No. 18737	\$17,784.00	\$4,446.00	\$19,623.62
16 <sup>th</sup> Quarterly Application Filed 5.19.08 Dkt No. 18738	\$60,238.00	\$2,296.10	Filed 6.9.08 Dkt No. 18886	N/A	\$12,047.60	\$12,047.60
47 <sup>th</sup> Monthly Application Filed 6.10.08 Dkt No. 18904	\$15,968.00	\$1,087.27	Filed 7.1.08 Dkt No. 19027	\$12,774.40	\$3,193.60	\$13,861.67
48 <sup>th</sup> Monthly Application Filed 7.1.08 Dkt No. 19028	\$7,235.00	\$118.33	Filed 7.28.08 Dkt No. 19167	\$5,788.00	\$1,447.00	\$5,906.33
49 <sup>th</sup> Monthly Application Filed 7.31.08 Dkt No. 19207	\$10,658.00	\$1,093.15	Filed 8.27.08 Dkt No. 19384	\$8,526.40	\$2,131.60	\$9,619.55
17 <sup>th</sup> Quarterly Application Filed 8.5.08 Dkt No. 19235	\$33,861.00	\$4,594.85	Filed 12.10.08 Dkt No. 20238	N/A	\$6,772.20	\$6,772.20
50 <sup>th</sup> Monthly Application Filed 8.27.08 Dkt No. 19385	\$9,720.00	\$826.54	Filed 9.19.08 Dkt No. 19573	\$7,776.00	\$1,944.00	\$8,602.54
51 <sup>st</sup> Monthly Application Filed 11.17.08 Dkt No. 20048	\$6,864.00	\$1,017.41	Filed 12.10.08 Dkt No. 20239	\$5,491.20	\$1,372.8	\$6508.61
52 <sup>nd</sup> Monthly Application Filed 11.17.08 Dkt No. 20049	\$10,739.00	\$822.12	Filed 1.7.09 Dkt No. 20500	\$8,591.20	\$2,147.80	\$9413.32
18 <sup>th</sup> Quarterly Application Filed 11.26.05 Dkt No. 20148	\$27,323.00	\$2,666.07	Filed Dkt No.	N/A	\$5,464.60	
53 <sup>rd</sup> Monthly Application Filed 12.1.08 Dkt. No. 20161	\$15,150.00	\$81.25	Filed 1.5.08 Dkt No. 20415	\$12,120.00	\$3,030.00	12,201.25
54 <sup>th</sup> Monthly Application Filed 1.12.09 Dkt No. 20501	\$9,633.00	\$98.53	Filed 2.25.09 Dkt No. 20837	\$7,706.40	\$1,926.60	

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
55 <sup>th</sup> Monthly Application Filed 2.25.09 Dkt No. 20838	\$9,620.00	\$1,429.03	Filed Dkt No.	\$7,696.00	\$1,924.00	
56 <sup>th</sup> Monthly Application Filed 2.25.09 Dkt No. 20839	\$17,324.00	\$1,776.56	Filed Dkt No.	\$13,859.20	\$3,464.80	

Phillips, Goldman & Spence, P.A. ("PG&S") was retained in this case effective May 24, 2004.

This is our Nineteenth quarterly fee application. The hearing on the Quarterly Fee Application has been scheduled for June 29, 2009 at 10:30 a.m. in Wilmington, Delaware.

The PG&S professionals who rendered professional services in these cases during this Quarterly Fee Period are as follows:

#### **NINETEENTH QUARTERLY COMPENSATION BY PROFESSIONAL**

Name of Professional Person	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
John C. Phillips, Jr.	Director/17 years/1974/litigation/bankruptcy	\$400.00	76.90	\$30,760.00
Celeste A. Hartman	Sr. Paralegal/11 years/20 years prior experience	\$150.00	24.20	\$3,630.00
Tanya L. Birdsell	Legal Assistant/N/A	\$130.00	0.10	\$13.00
Grand Total			101.20	\$34,403.00
Blended Rate:				\$ 339.95

**NINETEENTH QUARTERLY COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Litigation	48.40	\$19,360.00
Plan and Disclosure Statement	26.00	\$10,225.00
Fee/Employment Applications	21.70	\$4,055.00
Case Administration	5.10	\$763.00
<b>Total</b>	<b>101.20</b>	<b>\$34,403.00</b>

**NINETEENTH QUARTERLY EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider</b>	<b>Total Expenses</b>
In-House Reproduction (10¢ per page)	N/A	\$150.90
Long Distance Phone Charges	N/A	\$820.39
Postage	N/A	\$8.06
Facsimile (billed at \$1 outgoing, only)	N/A	\$5.00
Overnight Courier	Federal Express	\$345.14
Court Call Reimbursement	John C. Phillips, Jr.	\$245.00
Document Retrieval/Copy/Mail Service	Parcels, Inc.	\$10.00
On-line Docket Research	Pacer/Westlaw	\$24.32
<b>Total</b>		<b>\$1,608.81</b>

PHILLIPS, GOLDMAN &amp; SPENCE, P.A.

  
 JOHN C. PHILLIPS, JR., ESQUIRE (#110)  
 1200 North Broom Street  
 Wilmington, DE 19806  
 (302) 655-4200  
 (302) 655-4210  
 Local Counsel to David T. Austern, Future  
 Claimants' Representative

Date: March 2, 2009